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FLORIDA DIVISION OF CORPORATIONS

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075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: R.H., LC

AUDIT NUMBER.....H98000010585

DOC TYPE.....LIMITED LIABILITY COMPANY

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PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 8, 1998

BLUMBERG EXCELSIOR
62 WHITE STREET
NY, NY 10013

SUBJECT: R.E., LC
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Cathy A Mitchell
Corporate Specialist

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME:

The name of the Limited Liability Company is: *R.H. PROPERTY HOLDINGS, LC*

ARTICLE II - ADDRESS:

The mailing address *P.O. Box 2182, Palm Beach, Florida 33480* and the street address of the principal office of the Limited Liability Company is:
340 Royal Palm Way, Palm Beach, Florida 33480.

ARTICLES III - DURATION:

The period of duration for the Limited Liability Company shall be: Perpetual.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by a manager and the name and address of the managing manager is:

*RH Trust
340 Royal Palm Way
Palm Beach, Florida 33480*

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: N/A

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be: N/A

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62 White St
NY, NY 10013
212-431-5000

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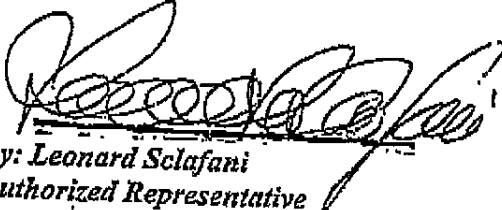
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned manager or authorized representative of a member of
R.H. PROPERTY HOLDINGS, LC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the members is **\$3,900,000.00**
- 3) if any, the agreed value of property other than cash contributed by members is
N/A. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by members is
\$3,900,000.00. This total includes amounts from 2 and 3 above.


By: **Leonard Sclafani**
Authorized Representative

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TALLAHASSEE, FLORIDA


RH Trust
By: **Howard Sontag**
MANAGER

(IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT
CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED
HEREIN ARE TRUE.)

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: *R.H. PROPERTY HOLDINGS, LC*
2. The name and address of the registered agent and office is:

*BlumbergExcelsior Corporate Services, Inc.
4435 Old Winter Garden Road
Orlando, Florida 32802*

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



By: *Marc D. Moel, Esq.*
Assistant Secretary

For: *BlumbergExcelsior Corporate Services, Inc.*
Its Agent

Dated: June 5, 1998.

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